



SEC 1972 (6-

Beverly Hills, CA. 90210

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
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FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DAT	E RECEI	VED		

167670

Name of Offering ([] check if this is an amendment and name has change	ged, and indicate change.)
InSite MediaCom, LLC - Offering of Class H Units	
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule	le 506 [] Section 4(6) [] ULOE
Type of Filing: [] New Filing [X] Amendment	PROCESEE AUG 17-2005
A. BASIC IDENTIFICATION DATA	1-7-2005
Enter the information requested about the issuer	FINANCIAL
Name of Issuer ([] check if this is an amendment and name has chang MediaCom, LLC	ed, and indicate change.) InSite
Address of Executive Offices (Number and Street, City, State, Zip C	Code) 1317 Beverly Estate Drive,

Telephone Number (Including Area Code) 310-860-9800

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as Executive Office						
Brief Description of Busine communications towers.	ss: Acquire, develop and operate outdoor advertising billboards and					
Type of Business Organiza	ation					
[] corporation	[] limited partnership, already formed [X] other (please specify):					
[] business trust	[] limited partnership, to be formed limited liability company					
	Month Year					
Actual or Estimated Date of	of Incorporation or Organization: [0] 4] [0] 1] [X] Actual [] Estimated					
Jurisdiction of Incorporatio	n or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]					

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in

accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Smith, Randa	all N.		ang apa ang ang ang ang apa apa apa apa apa ang ang apa apa apa apa apa apa apa apa apa ap
Business or Resider Beverly Hills, CA. 90		ber and Street,	City, State, Zip Code	e): 1317 Beverly	Estate Drive,
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Friend, Marly	n		**************************************
Business or Resider Beverly Hills, CA. 90		ber and Street,	City, State, Zip Code	e): 1317 Beverly	Estate Drive,
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Flutie, Glenn	Α.	indicated the Program Park of the Project Control of the Project Con	
Business or Resider Plantation, FL. 3331		ber and Street,	City, State, Zip Code	e): 5330 SW 14 th	Street,
Check Box(es) that Apply:	[] Promoter []	Beneficial Owner	[X] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	al) Sivertsen, B.	Eric		
Business or Resider Washington, D.C. 2		ber and Street,	City, State, Zip Code): 4841 Foxhall	Crescent, N.W.,

Check Box(es) that Apply:	[] Promoter [] E	Beneficial Owner	[] Executive Officer	[] Director [X] General and/or Managing Partner		
Full Name (Last nam	e first, if individual)	Smith, Denis	on E.			
Business or Resident 10400 Eaton Place, S	`	· · · · · · · · · · · · · · · · · · ·	City, State, Zip Coo	le): c/o Aims Worldwide, Inc.,		
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [] General and/o Managing Partner		
Full Name (Last nam	e first, if individual)	Chase, Derw	ood S., Jr.			
Business or Resident 300, Charlottesville, V		er and Street,	City, State, Zip Coo	le): 300 Preston Avenue, Suite		
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	[] Director [] General and/o Managing Partner		
Full Name (Last nam	e first, if individual)	Roadside Me	diaCom, LLC			
Business or Residence Address (Number and Street, City, State, Zip Code): 1317 Beverly Estate Drive, Beverly Hills, CA. 90210						
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)						

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								s Yo	es]	No [X]			
			Ans	wer also in	Append	lix, Colu	ımn 2, if	filing un	der ULO	E.			
2. Wr	nat is th	e minimu	ım inves	tment that	will be a	accepted	d from a	ny indivi	dual?	•••••	\$2	25,01	1
3. Do	es the	offering p	ermit jo	int ownersh	nip of a s	single ur	nit?					es (]	 No []
direct conne perso list th	ly or inception when the contraction or aggregates the contraction of	directly, a vith sales ent of a le of the b	any com s of secu broker o roker or	ested for ea mission or rities in the r dealer req dealer. If m ealer, you	similar re offering gistered hore that	emunerg. If a pe with the n five (5	ation for erson to e SEC a b) person	r solicita be listed nd/or wit ns to be	tion of pu I is an as In a state Iisted are	rchaser sociated or state associa	s in d es, ated		
Full N	lame (L	ast name	e first, if	individual)	Berthe	l Fisher	Fernica (1990) 12 (4) 44 (4) 46 (7)						
	ess or 52302		ce Addre	ess (Numbe	er and S	treet, C	ity, State	e, Zip Co	ode): 70	1 Tama	Street,	Mari	on,
Name	of Ass	ociated I	Broker o	r Dealer:	**************************************	**************************************	**************************************						
State	s in Wh	ich Pers	on Liste	d Has Solic	ited or I	ntends t	to Solici	t Purcha	sers		ech unemerten manen halve fill (1997)		and the second s
(Che	ck "Al	l States"	or chec	k individi	ual Stat	es)				[] All	State	es
[AL]	[AK]	[AZ]	[AR]	[CA] X	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA] X	[KS] >	([KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M	O] X
[TM]	[NE]	[NV] X	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND] X	[OH]	[OK]	[OR]	[PA	4]
[RI]	[SC]	[SD]	[TN]	[XT] X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PF	۲]
Full N	lame (L	ast name	e first, if	individual)	Smith,	Denisor	ìΕ.	and the state of t		**************************************		· · · · · · · · · · · · · · · · · · ·	
				ess (Numbe oca Raton,			ity, State	e, Zip Co	ode): c/o	Noesis	Capital	Corp	., 1801
Name	e of Ass	ociated I	Broker o	r Dealer: N	Noesis C	Capital C	orp.						
State	s in Wh	ich Pers	on Liste	d Has Solid	ited or I	ntends f	to Solici	t Purcha	sers		•		
(Che	ck "Al	l States"	or ched	k individi	ual Stat	es)				[] All	State	es
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID] X
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[M	0]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA	4]
[RI]	[SC]	[SD]	[TN]	[ТХ] Х	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PF	₹]
				The second secon	- India Anna Control Control								

Full N	ame (La	ast nam	e first, if	individual) Noesi	s Capita	l Corp.	parameter militarities de la constantina della c	***************************************			
Business or Residence Address (Number and Street, City, State, Zip Code): 1801 Clint Moore Rd., Suite 100, Boca Raton, FL. 33487												
Name	of Asso	ociated	Broker o	or Dealer:	Marie Committee programme and an activities of the committee of the commit	ANNERS TO THE STATE OF THE STAT	Vitaria e e e e e e e e e e e e e e e e e e e	**************************************				
States	in Whi	ch Pers	on Liste	d Has Sol	icited or	Intends	to Solicit	Purcha	sers			
(Chec	k "All	States"	or che	ck indivi	dual Sta	tes)		•		[] All S	tates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID] X
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[TM]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX] X	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the obelow the amounts of the securities offered for exchange and already exchanged.	е	
Type of Security	Aggregat Offering Price	
Debt Equity (Class H LLC Membership Unit)	\$0 \$10,500,0	\$0 00 \$1,527,886.50
[X] Common [] Preferred	\$10,500,0	00 \$1,527,660.50
Convertible Securities (including warrants)	\$0 \$0 \$0 \$10,500,0	\$0 \$0 \$0 \$0 00 \$1,527,886.50
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE.	Number Investors 47 0 N/A	Aggregate Dollar Amount of Purchases \$1,527,886.50 \$ 0 \$ N/A
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	N/A	
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security	Dollar Amount Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[] \$0
Printing and Engraving Costs	[x] \$5,000
Legal Fees	[X]\$15,500
Accounting Fees	[X]\$10,000
Engineering Fees	[] \$0
Sales Commissions (specify finders' fees separately)	[] \$106,952.06
Other Expenses (identify) (Due Diligence Fee)	[] \$15,278.87
Total	[X]\$152,730.93

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$1,375,155.57

Payments

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors	,
	& Affiliates	Payments To Others
Salaries and fees	[] \$0	[]\$0
Purchase of real estate	[] \$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$0
Construction or leasing of plant buildings and facilities	[] \$0	[]\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$0	[]\$0
Repayment of indebtedness	[]\$	[]\$0
Working capital	[]\$0	[X] \$1,375,155.57
Other (specify):	[] \$0	[]\$0
	[]\$0	[]\$0
Column Totals	[]\$0	[X] \$1,375,155.57
Total Payments Listed (column totals added)	[×]\$	1,375,155.57

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date 8 / 11/ 0 5
InSite MediaCom, LLC Name of Signer (Print or Type)	Title of Signer (Print or T	ype)
Randall N. Smith	Chairman & CEO	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE				
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?				
See Appendix Column 5, for state response				

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature Date
InSite MediaCom, LLC	13 4 July 8/4/05
Name of Signer (Print or Type)	Title (Print or Type)
Randall N. Smith	Chairman & CEO

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2						***************************************		
			3	4				5	
	Intend to sell to non- accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
СА		X	Class H LLC Units/ \$25,011	1	\$25,011	0			X
СО		ĺ						i i	
СТ									
DE									
DC									
FL					Annual Manager A Provider (Section 1997)				
GA								PRINCIPAL AND POSITION	
НΙ				and the same of th					
ID		X	Class H LLC Units/ \$50,001	1	\$50,001	0		and the second s	X
IL									
IN				- Indiana and Anna					
IA		X	Class H LLC Units/ \$243,285	7	\$243,285	0			X
KS		X	Class H LLC Units/ \$504,399	17	\$504,399	0			X
KY		Ì							
LA									
ME									
MD		X	Class H LLC Units/ \$75,012	1	\$75,012	0			X
MA	· · · · · · · · · · · · · · · · · · ·			The state of the s					

Mi			***************************************			
MN			······································			
MS			*****			
МО	X	Class H LLC Units/ \$225,099	9	\$225,099	0	X
MT			Notice of the state of the stat		**************************************	
NE	<u> </u>					
NV	X	Class H LLC Units/ \$50,001	1	\$50,001	0	X
NH			man tandi anno a sannadikan nano ammanan			
NJ						
NM						
NY			8-10-10-10-10-10-10-10-10-10-10-10-10-10-			
NC			and the second s			
ND	X	Class H LLC Units/ \$230,044.50	6	\$230,044.50	0	X
ОН						
ОК						
OR			and the second s			
PA			iddiniddian Maes mad ead dochad an la conseile			
RI						
sc			man er van de men de regeren en en mer v			
SD						
TN						
TX	X	Class H LLC Units/ \$75,033	3	\$75,033	0	X
UT			aran inga a mat maan dhaanaan maanaan		en en maria de maria de maria per en espera por en esta en	
VT						
VA						
WA	X	Class H LLC Units/ \$50,001	1	\$50,001	0	X
WV						
WI					1	
WY						
PR			- Milyla - ray day vaccourance and a			